

# Exhibit A

## Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
	)	
W.R. GRACE & CO., et al.,	)	Case no. 01-01139 (JFK)
	)	Jointly Administered
Debtors	)	Re: Docket No. 7775 and
	)	4/25/05 Agenda Item 1

**ORDER DENYING WITHOUT PREJUDICE DEBTORS' MOTION FOR APPROVAL  
OF JOINT STIPULATION AND CONSENT ORDER OF DEBTORS AND THE ST.  
PAUL COMPANIES CONCERNING THE CLASSIFICATION AND TREATMENT OF  
ST. PAUL'S CLAIMS WITH RESPECT TO THE SOLOW APPEAL BOND AND FOR  
MODIFICATION OF THE AUTOMATIC STAY**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for approval of the *Joint Stipulation and Consent Order of the Debtors and the St. Paul Companies, Inc. Concerning the Classification and Treatment of the St. Paul Companies, Inc.'s Claim With Respect to the Solow Appeal Bond and for Modification of the Automatic Stay*; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and the Motion is properly in this district and pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and the Court having reviewed the objections to the Motion and having heard argument on the Motion; and after due deliberation,

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<sup>1</sup> Any term not defined herein shall have the meaning ascribed to it in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is denied without prejudice to the Debtors' ability to bring the same or similar motion at a later date.

2. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: \_\_\_\_\_, 2005

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The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge